

CERTIFICATE FOR ORDINANCE

I, the undersigned City Clerk of the CITY OF SAN ANTONIO, TEXAS (the "*City*"), hereby certify as follows:

1. The City Council of the City (the "*City Council*") convened in Regular Meeting on June 18, 2015 at the designated meeting place (the "*Meeting*"), and the roll was called of the duly constituted officers and members of the City Council, to wit:

- | | |
|--|---|
| Ivy R. Taylor, Mayor | Ray Lopez, Councilmember, District 6 |
| Roberto C. Treviño, Councilmember, District 1 | Cris Medina, Councilmember, District 7 |
| Alan E. Warrick, II, Councilmember, District 2 | Ron Nirenberg, Councilmember, District 8 |
| Rebecca J. Viagran, Councilmember, District 3 | Joe Krier, Councilmember, District 9 |
| Rey Saldaña, Councilmember, District 4 | Mike Gallagher, Councilmember District 10 |
| Shirley Gonzales, Councilmember, District 5 | |

all of the officers and members of the City Council were present, except the following absentees: REBELLA J. VIAGRAN. Whereupon, among other business, the following was transacted at the Meeting: a written

ORDINANCE NO. 2015-06-18- DS94

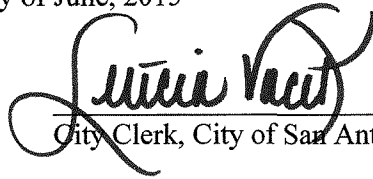
ORDINANCE AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF UP TO \$130,000,000 IN PRINCIPAL AMOUNT OF CITY OF SAN ANTONIO, TEXAS CUSTOMER FACILITY CHARGE REVENUE BONDS, TAXABLE SERIES 2015 (CONSOLIDATED RENTAL CAR SPECIAL FACILITIES PROJECT), FOR THE PRIMARY PURPOSE OF FINANCING THE CONSTRUCTION OF A NEW CONSOLIDATED RENTAL CAR FACILITY AT THE SAN ANTONIO INTERNATIONAL AIRPORT; DELEGATING AUTHORITY TO CERTAIN CITY OFFICIALS TO APPROVE ALL FINAL TERMS OF SUCH BONDS; APPROVING AND AUTHORIZING AN INDENTURE OF TRUST, A PURCHASE CONTRACT, AND ALL OTHER DOCUMENTS, AGREEMENTS, INSTRUMENTS AND PROCEDURES RELATED THERETO; APPROVING AN INCREASE IN THE CUSTOMER FACILITY CHARGE IMPOSED ON RENTAL CAR TRANSACTIONS AT AND WITHIN THE VICINITY OF THE SAN ANTONIO INTERNATIONAL AIRPORT (WHICH IS THE PRIMARY SECURITY FOR SUCH BONDS); AUTHORIZING THE AVIATION DIRECTOR TO ADJUST THE CUSTOMER FACILITY CHARGE AS DEEMED NECESSARY TO COMPLY WITH THE RATE COVENANT RELATED TO SUCH BONDS; REPEALING ORDINANCE NO. 2012-03-08-0173 APPROVED ON MARCH 8, 2012, WHICH ESTABLISHED THE CURRENT CUSTOMER FACILITY CHARGE; AND PROVIDING FOR AN IMMEDIATE EFFECTIVE DATE

(the "*Ordinance*") was duly introduced for the consideration of the City Council. It was then duly moved and seconded that the Ordinance be passed on first reading and, after due discussion, said motion carrying with it the adoption of the Ordinance, prevailed and carried by the following vote:

AYES: 10 NOES: 0 ABSTENTIONS: 0

2. A true, full and correct copy of the Ordinance adopted at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; the Ordinance has been duly recorded in the City Council's minutes of the Meeting; the above and foregoing paragraph is a true, full and correct excerpt from the City Council's minutes of the Meeting pertaining to the passage of the Ordinance; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of the City Council as indicated therein; each of the officers and members of the City Council was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the Meeting, and that the Ordinance would be introduced and considered for passage at the Meeting, and each of said officers and members consented, in advance, to the holding of the Meeting for such purpose, and that the Meeting was open to the public and public notice of the time, place and purpose of the Meeting was given, all as required by Chapter 551, Texas Government Code.

SIGNED AND SEALED the 18th day of June, 2015



City Clerk, City of San Antonio, Texas



ORDINANCE NO. 2015-06-18-0594

ORDINANCE AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF UP TO \$130,000,000 IN PRINCIPAL AMOUNT OF *CITY OF SAN ANTONIO, TEXAS CUSTOMER FACILITY CHARGE REVENUE BONDS, TAXABLE SERIES 2015 (CONSOLIDATED RENTAL CAR SPECIAL FACILITIES PROJECT)*, FOR THE PRIMARY PURPOSE OF FINANCING THE CONSTRUCTION OF A NEW CONSOLIDATED RENTAL CAR FACILITY AT THE SAN ANTONIO INTERNATIONAL AIRPORT; DELEGATING AUTHORITY TO CERTAIN CITY OFFICIALS TO APPROVE ALL FINAL TERMS OF SUCH BONDS; APPROVING AND AUTHORIZING AN INDENTURE OF TRUST, A PURCHASE CONTRACT, AND ALL OTHER DOCUMENTS, AGREEMENTS, INSTRUMENTS AND PROCEDURES RELATED THERETO; APPROVING AN INCREASE IN THE CUSTOMER FACILITY CHARGE IMPOSED ON RENTAL CAR TRANSACTIONS AT AND WITHIN THE VICINITY OF THE SAN ANTONIO INTERNATIONAL AIRPORT (WHICH IS THE PRIMARY SECURITY FOR SUCH BONDS); AUTHORIZING THE AVIATION DIRECTOR TO ADJUST THE CUSTOMER FACILITY CHARGE AS DEEMED NECESSARY TO COMPLY WITH THE RATE COVENANT RELATED TO SUCH BONDS; REPEALING ORDINANCE NO. 2012-03-08-0173 APPROVED ON MARCH 8, 2012, WHICH ESTABLISHED THE CURRENT CUSTOMER FACILITY CHARGE; AND PROVIDING FOR AN IMMEDIATE EFFECTIVE DATE

* * * * *

WHEREAS, the CITY OF SAN ANTONIO, TEXAS (the "***City***") is a political subdivision of the State of Texas operating as a home-rule municipality pursuant to the Texas Local Government Code and its City Charter, which was initially approved by the qualified voters of the City on October 2, 1951, and which has been amended from time to time, with the most recent amendments being approved by the qualified voters of the City on May 9, 2015; and

WHEREAS, the City possesses the legal authority under Chapter 22, Texas Transportation Code, to plan, establish, construct, improve, equip, maintain, operate, regulate, protect and police an airport and air navigation facilities in or outside of the City; and

WHEREAS, the City owns and operates the *San Antonio International Airport* (the "***San Antonio International Airport***" or the "***Airport***"), which constitutes an "airport" as defined in Section 22.001, Texas Transportation Code; and

WHEREAS, Subchapter C of Chapter 22, Texas Transportation Code, authorizes the City to issue bonds for the purpose of paying, in whole or in part, the cost of planning, acquiring, establishing,

constructing, improving, or equipping an airport or air navigation facility or the site of an air navigation facility or acquiring or eliminating airport hazards; and

WHEREAS, additionally, Subchapter A of Chapter 1503, Texas Government Code, authorizes the City to issue revenue bonds to establish, improve, enlarge, extend, or repair an airport or a building, improvement, landing field, or other facility or service the City considers necessary, desirable, or convenient for the efficient operation and maintenance of an airport, or acquire land for an airport, which bonds must be payable from all or a designated part of the revenue from the airport; and

WHEREAS, Chapter 1371, Texas Government Code, authorizes the City to issue obligations to pay the project costs associated with the acquisition or construction of, or an improvement, addition, or extension to, a public works, including a capital asset or facility incident and related to the operation, maintenance, or administration of the public works; and

WHEREAS, "public works" is defined in Section 1371.001, Texas Government Code, to include an "airport" as defined in Section 22.001, Texas Transportation Code; and

WHEREAS, an integral component at the Airport includes having facilities to be able to provide rental car services to serve the traveling public as well as other members of the general public; and

WHEREAS, the facilities being operated by the rental car companies at the Airport are located in various areas of the Airport property, which results in inefficiencies and additional costs for the rental car operators and is inconvenient to passengers at the Airport desiring to utilize rental car services; and

WHEREAS, pursuant to Section 22.021, Texas Transportation Code, the City is authorized to enter into a contract, lease, or other arrangement for a term not exceeding 40 years with a person granting the privilege of using a portion or facility of the Airport, or space in the Airport, for commercial purposes; and

WHEREAS, the City and the operators of rental car companies serving the Airport (the "**Operators**") desire to enter into lease agreements (the "**Lease Agreements**"), which contain substantially similar terms, for the purpose of planning, developing, financing, constructing and operating a new consolidated rental car facility to be located in close proximity to Terminals A and B at the Airport (the "**Consolidated Rental Car Facility**" or the "**CONRAC**") to serve the traveling public and the rental car industry; and

WHEREAS, pursuant to Ordinance No. 2015-06-18-0546 adopted by the City Council on June 18, 2015, the City has approved and authorized the execution and delivery of the Lease Agreements with the Operators that are expected to initially occupy the CONRAC; and

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WHEREAS, the City Council now deems it necessary and appropriate to finance the construction and equipping of the CONRAC by issuing up to \$130,000,000 in principal amount of **CITY OF SAN ANTONIO, TEXAS CUSTOMER FACILITY CHARGE REVENUE BONDS, TAXABLE SERIES 2015 (CONSOLIDATED RENTAL CAR SPECIAL FACILITIES PROJECT)** being authorized by this Ordinance (the "**Series 2015 Bonds**"); and

WHEREAS, the Series 2015 Bonds will be issued pursuant to the terms of an *Indenture of Trust*, dated as of July 1, 2015 (the "**Indenture**"), between the City and **U.S. BANK NATIONAL ASSOCIATION**, as trustee (the "**Trustee**"); and

WHEREAS, the primary security for the repayment of the Series 2015 Bonds is the revenue (the "**CFC Revenues**") that will be generated from the collection of a "customer facility charge" on rental car transactions occurring at the Airport (and within a three mile distance from the Airport boundary line) in the manner described in the Lease Agreements (the "**Customer Facility Charge**"), which is required to be collected, on the City's behalf, by the Operators pursuant to the Lease Agreements and by various "Off-Airport Rental Car Permittees" pursuant to "Off-Airport Rental Car Permits" (as such terms are defined in the Indenture); and

WHEREAS, the City originally imposed and established, and there is currently being collected, a Customer Facility Charge on rental car transactions at the Airport at the rate of \$4.50 per "Transaction Day" in accordance with Ordinance No. 2012-03-08-0173; and

WHEREAS, the City Council now deems it necessary and appropriate in connection with the issuance of the Series 2015 Bonds and the financing of the CONRAC to authorize an increase in the Customer Facility Charge to \$5.00 per "Transaction Day" (as described in the Lease Agreements) and to authorize the Aviation Director to adjust the rate of the Customer Facility Charge from time to time, without further direction or approval of the City Council, in order to comply with the requirements of the City relating to satisfying the rate covenant set forth in the Indenture, which is deemed an important component of the security being provided by the City for the repayment of the Series 2015 Bonds and other obligations issued and set forth under the Indenture; and

WHEREAS, in order to finance certain improvements at the Airport, the City Council adopted Ordinance No. 93789 on April 19, 2001, as amended by Ordinance No. 2012-03-29-0237 adopted on March 29, 2012 (collectively, the "**Master GARB Ordinance**"), and multiple "Supplemental Ordinances" to the Master GARB Ordinance, which collectively authorized the issuance of the City's outstanding "Airport System Revenue Bonds" and granted a first lien on the "Gross Revenues" of the "Airport System" (as such terms are defined in the Master GARB Ordinance) to secure the payment of debt service on the Airport System Revenue Bonds; and

WHEREAS, with certain exclusions set forth in the Master GARB Ordinance, the Gross Revenues of the Airport System consist generally of all income and revenues derived directly or indirectly by the City from the operation and use of and otherwise pertaining to the Airport System, or any part thereof; however, Gross Revenues specifically do not include (i) *"the net rent (excluding ground rent) from any Special Facilities Lease [that] is pledged to the payment of principal, interest, reserve, or other requirements in connection with revenue bonds issued by the City to provide Special Facilities for the Airport System for the lessee"*, and (ii) any *"passenger facility charges" described substantially in the manner provided in the "Aviation Safety and Capacity Expansion Act of 1990" (P.L. 101-508, Title IX) or the "Aviation Investment and Reform Act for the 21st Century" enacted by Congress in the year 2000, or other similar federal laws and the rules and regulations promulgated thereby, or any other "passenger facility charges," "customer facility charges" or similar charges that may be imposed for use by passengers or customers of Airport System facilities pursuant to federal, state or local law.*

WHEREAS, the Master GARB Ordinance expressly reserves to the City the right to issue "Special Facilities Debt" to finance "Special Facilities" without regard to any requirements of the Master GARB Ordinance with respect to the issuance of Airport System Revenue Bonds; provided, however, that (i) such Special Facilities Debt must be payable solely from rentals derived by or on behalf of the City under a "Special Facilities Lease" entered into between the City (or an entity acting on behalf of the City) and the person, firm or corporation which will be utilizing the Special Facilities to be financed, and (ii) in addition to all rentals with respect to the Special Facilities to be financed, a fair and reasonable rental for the land upon which said Special Facilities are to be constructed must be charged by the City, and said ground rent shall be deemed Gross Revenues of the Airport System and shall not be available for the payment of such Special Facilities Debt; and

WHEREAS, as set forth in Section 1 hereof, the City Council finds and determines that the CONRAC (i) constitutes "Special Facilities" within the meaning of the Master GARB Ordinance, (ii) is a part of and related to the Airport System, (iii) is necessary, desirable and convenient for the efficient operation and maintenance of the Airport, and (iv) is in the public interest and is a public purpose for the City to finance the acquisition, construction and equipping of the CONRAC through the issuance of the Series 2015 Bonds; and

WHEREAS, as set forth in Section 1 hereof, the City Council further finds and determines that (i) the Lease Agreements between the City and the Operators of the CONRAC constitute Special Facilities Leases within the meaning of the Master GARB Ordinance, and (ii) the Series 2015 Bonds constitute "Special Facilities Debt" within the meaning of the Master GARB Ordinance; and

WHEREAS, none of the revenues pledged pursuant to the Indenture to secure the Series 2015 Bonds issued hereunder constitute Gross Revenues of the Airport System within the meaning of the Master GARB Ordinance; and

WHEREAS, in order to locate the CONRAC in close proximity to Terminals A and B at the Airport for the convenience of the traveling public and for the benefit of the Operators, the City and the Operators have determined to construct the CONRAC on the site currently occupied by the City's existing short-term parking garage, which currently is used for public parking and from which the City derives a significant portion of the Gross Revenues of the Airport System; and

WHEREAS, the existing short-term parking garage will be demolished to provide an appropriate site for the CONRAC, the short-term parking spaces will be replaced with a new short term parking garage located immediately below the CONRAC containing approximately 1,349 parking spaces (referred to in the Lease Agreements and the Indenture as the "Public Parking Area"), the City will finance the new Public Parking Area with proceeds from a series of Airport System Revenue Bonds to be issued concurrently with the Series 2015 Bonds, and CFC Revenues will be used (in addition to securing the Series 2015 Bonds and for other purposes permitted in the Indenture) to compensate the City for the loss of short term public parking revenue and shuttle costs for transporting Airport customers and employees to other parking areas on the Airport property during construction of the new Public Parking Area and to provide funds to pay debt service on Airport System Revenue Bonds issued to finance the new Public Parking Area; and

WHEREAS, the Series 2015 Bonds are special limited obligations of the City, payable solely from the "Trust Estate" (as defined in the Indenture), which primarily consists of the CFC Revenues, and shall never constitute an indebtedness or general obligation of the City, the State of Texas, or any other political subdivision of the State of Texas, within the meaning of any constitutional provision or statutory limitation whatsoever; and

WHEREAS, the Series 2015 Bonds are to be initially sold to a group of underwriters (collectively, the "**Underwriters**"), of which **WELLS FARGO BANK, NATIONAL ASSOCIATION** is the representative and Senior Managing Underwriter, at the price and pursuant to the terms of a Purchase Contract between the City and the Underwriters (the "**Purchase Contract**"); and

WHEREAS, the Indenture and the Purchase Contract have been presented to the City Council Council in substantially final form (exception for the completion of final financing terms which are being delegated to a "Designated Officer" of the City as set forth in this Ordinance) for approval pursuant to this Ordinance; and

WHEREAS, the Series 2015 Bonds authorized by this Ordinance are being issued in accordance with the Constitution and laws of the State of Texas including Chapter 22, Texas Transportation Code, Chapters 1201, 1371 and 1503, Texas Government Code, and the City Charter; and

WHEREAS, it is hereby further officially found and determined that the meeting at which this Ordinance was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code; **NOW THEREFORE:**

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO, TEXAS THAT:

SECTION 1. FINDINGS. The City Council hereby finds and determines that the CONRAC (i) constitutes "Special Facilities" within the meaning of the Master GARB Ordinance, (ii) is a part of and related to the Airport System, (iii) is necessary, desirable and convenient for the efficient operation and maintenance of the Airport, and (iv) is in the public interest and is a public purpose for the City to finance the acquisition, construction and equipping of the CONRAC through the issuance of the Series 2015 Bonds. The City Council further finds and determines that (i) the Lease Agreements between the City and the Operators of the CONRAC constitute "Special Facilities Leases" within the meaning of the Master GARB Ordinance, and (ii) the Series 2015 Bonds constitute "Special Facilities Debt" within the meaning of the Master GARB Ordinance.

SECTION 2. AUTHORIZATION OF THE ISSUANCE AND SALE OF THE SERIES 2015 BONDS; DELEGATION OF FINAL TERMS TO A DESIGNATED OFFICER.

(a) *Authorization to Issue the Series 2015 Bonds.* The City is hereby authorized to issue and deliver the Series 2015 Bonds under the terms set forth in the Indenture in the aggregate principal amount as designated by the Mayor, the City Manager, the Chief Financial Officer and/or the Director of Finance of the City (each a "***Designated Officer***") pursuant to the provisions of Section 2(b) of this Ordinance. The Series 2015 Bonds shall be sold pursuant to a negotiated sale with the Underwriters.

(b) *Delegation of Final Terms to Designated Officers.* As authorized by Section 1371.053(c)(2), Texas Government Code, each Designated Officer, acting individually or in combination with another Designated Officer, is hereby authorized, appointed, and designated as an officer of the City authorized to act on behalf of the City to effect the sale of the Series 2015 Bonds and to establish the terms and details related to the issuance and sale of the Series 2015 Bonds including the total aggregate principal amount of Series 2015 Bonds to be issued (but in no event to exceed \$130,000,000 in aggregate principal amount), the price at which the Series 2015 Bonds will be sold, the dated date of the Series 2015 Bonds, the aggregate principal amount of each maturity thereof, the due date of each maturity (but in no event later than *July 1, 2045*), the rate of interest to be borne on the principal amount of each such maturity (but in no event to exceed a true interest cost rate of *8.00%*), the interest payment periods, the dates, price and terms upon and at which the Series 2015 Bonds shall be subject to any optional redemption or mandatory sinking fund redemption provisions for any maturity, and all other matters relating to the issuance, sale and delivery of the Series 2015 Bonds. Each Designated Officer, acting individually or in combination with another Designated Officer for and on behalf of the City, is further authorized to complete and attach *Exhibit A* of this Ordinance with the final terms of the Series 2015 Bonds approved pursuant to the authority granted herein and to enter into, execute and carry out an agreement to purchase the Series 2015 Bonds (the "***Purchase Contract***") with the Underwriters.

(c) Authority to Complete Financing Documents and to Execute the Series 2015 Bonds. Upon approval of the final terms of sale of the Series 2015 Bonds by a Designated Officer, the City's Bond Counsel related to the issuance of the Series 2015 Bonds is hereby authorized to complete the "Financing Documents" (as defined in Section 3 below) to reflect the final terms of the Series 2015 Bonds approved pursuant to the authority granted herein and set forth in the completed Exhibit A to be attached hereto and to make any other changes deemed necessary. The Mayor or Mayor Pro-Tem of the City is authorized and directed to execute the Series 2015 Bonds, and the City Clerk of the City is authorized and directed to attest the Series 2015 Bonds and to affix the City's seal thereto.

(d) Determination Required by Section 1201.022(a)(3), Texas Government Code. In satisfaction of Section 1201.022(a)(3), Texas Government Code, the City Council hereby determines that the delegation of the authority to a Designated Officer to approve the final terms of the Series 2015 Bonds set forth in this Ordinance is, and the decisions made by a Designated Officer pursuant to such delegated authority and to be incorporated into Exhibit A attached hereto and into the appropriate Financing Documents will be, in the City's best interests, and each Designated Officer is hereby authorized to make and include in Exhibit A an appropriate finding to that effect.

(e) Expiration of Delegation Authority. The authority delegated to a Designated Officer pursuant to Section 2(b) above shall expire on December 18, 2015.

SECTION 3. APPROVAL OF FINANCING DOCUMENTS. The Indenture and the Purchase Contract (collectively, the "**Financing Documents**") are hereby approved in substantially the forms presented at this meeting, with such changes thereto as are approved by a Designated Officer, with advice of the City's Bond Counsel related to the Series 2015 Bonds, and each Designated Officer is authorized to execute, and the City Clerk of the City is authorized to attest the Financing Documents (if so provided therein) on behalf of the City and deliver same, and when executed and delivered, the Financing Documents shall become valid and binding obligations of the City in accordance with their respective terms.

SECTION 4. AUTHORIZING ALL NECESSARY ACTIONS.

(a) Authority to Take Other Actions and Execute Other Documents. The Mayor, the Mayor Pro-Tem, the City Manager, each Deputy City Manager, each Assistant City Manager, the Chief Financial Officer, the Director of Finance, the Aviation Director, and the Assistant Aviation Director, Finance and Administration, of the City, and all other officers, employees, and agents of the City designated by the City Manager or the Chief Financial Officer of the City, shall be and are expressly authorized, empowered, and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the corporate seal and on behalf of the City all such instruments, documents and agreements, whether or not herein mentioned, as may be necessary or desirable in order to carry out the terms and provisions of this Ordinance, the Financing Documents, the Series 2015 Bonds, and the sale of the

Series 2015 Bonds. In addition, prior to the initial delivery of the Series 2015 Bonds, each Designated Officer, the City Attorney, and Bond Counsel related to the Series 2015 Bonds are each hereby authorized and directed to approve any technical changes or correction to this Ordinance or to any of the Financing Documents necessary in order to (i) correct any ambiguity or mistake or properly or more completely document the transactions contemplated and approved by this Ordinance, (ii) obtain the approval of the Series 2015 Bonds or any Financing Document by the Attorney General of Texas, as required by law, or (iii) obtain the ratings contemplated in the Official Statement.

(b) Valid Signatures. In case any officer whose signature shall appear on the Series 2015 Bonds, any of the Financing Documents, or any other documents necessary in connection therewith shall cease to be such officer before the delivery of the Series 2015 Bonds, any of the Financing Documents, or any other documents necessary in connection therewith, such signature shall nevertheless be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

SECTION 5. CUSTOMER FACILITY CHARGE.

(a) Customer Facility Charge Increased to \$5.00 per Transaction Day Effective July 1, 2015. The Customer Facility Charge on rental car transactions in and near the vicinity of the Airport, originally established and currently being imposed at the rate of \$4.50 per "Transaction Day" in accordance with Ordinance No. 2012-03-08-0173, shall be increased to \$5.00 per Transaction Day, effective on July 1, 2015. The Aviation Director of the City is hereby authorized to take all actions deemed necessary to implement such increase in the Customer Facility Charge.

(b) Aviation Director Authorized to Adjust Customer Facility Charge Rate. As long as any Series 2015 Bonds (or any additional obligations issued on a parity therewith) remain outstanding under the Indenture, the Aviation Director of the City is hereby authorized to adjust the rate of the Customer Facility Charge from time to time, without obtaining further authorization from the City Council, as deemed necessary in order to comply with the rate covenant set forth in Section 2.05 of the Indenture.

(c) Ordinance No. 2012-03-08-0173 Repealed. Effective on July 1, 2015, Ordinance No. 2012-03-08-0173 shall be repealed in its entirety and shall no longer be of any force or effect (including the "Customer Facility Charge Policy" that was approved by such Ordinance).

SECTION 6. AUTHORIZATION TO CHIEF FINANCIAL OFFICER AND DIRECTOR OF FINANCE. The City's Chief Financial Officer, Director of Finance, the Aviation Director, and the Assistant Aviation Director, Finance and Administration, are hereby authorized to account for the Lease Agreements with the Operators, the Indenture, and the issuance of the Series 2015 Bonds to finance the CONRAC in connection therewith in accordance with Generally Accepted Accounting Principles (GAAP) and all applicable laws.

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SECTION 7. ENFORCEABILITY OF ORDINANCE. If any section, paragraph, clause, or provision of this Ordinance shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Ordinance. In case any obligation of the City authorized or established by this Ordinance or the Financing Documents is held to be in violation of law as applied to any person or any circumstance, such obligation shall be deemed to be the obligation of the City to the fullest extent permitted by law.

SECTION 8. INCORPORATION OF RECITALS. The City Council hereby finds that the statements set forth in the recitals of this Ordinance are true and correct, and the City Council hereby incorporates such recitals as a part of this Ordinance.

SECTION 9. EFFECTIVE DATE. Pursuant to Section 1201.028, Texas Government Code, this Ordinance shall be effective immediately after its adoption by the City Council.

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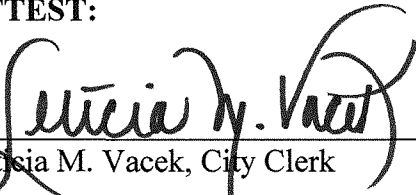
6/18/15
Item #68.B

**PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO,
TEXAS AT A REGULAR MEETING ON THIS 18TH DAY OF JUNE, 2015.**


M A Y O R

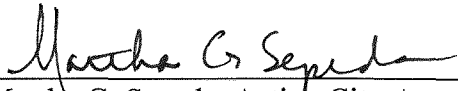
Ivy R. Taylor

ATTEST:



Letisia M. Vacek, City Clerk

APPROVED AS TO FORM:



Martha G. Sepeda, Acting City Attorney



** ** * * *

Signature Page to Ordinance Relating to the Issuance of
City of San Antonio, Texas Customer Facility Charge Revenue Bonds, Taxable Series 2015
(Consolidated Rental Car Special Facilities Project)

Agenda Item:	68B (in consent vote: 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21, 22, 24, 25A, 25B, 25C, 25D, 25E, 25F, 25G, 25H, 26, 28, 29, 30, 31, 32, 33, 34, 35A, 35B, 36, 37, 38, 39, 41, 42, 43, 44, 45, 46, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64A, 64B, 65A, 65B, 66A, 66B, 66C, 67A, 67B, 67C, 68A, 68B, 68C, 69A, 69B, 69C, 69D, 70A, 70B, 70C, 70D, 70E)						
Date:	06/18/2015						
Time:	10:00:14 AM						
Vote Type:	Motion to Approve						
Description:	An Ordinance authorizing the issuance, sale and delivery of up to \$130,000,000 in principal amount of City of San Antonio, Texas Customer Facility Charge Revenue Bonds, Taxable Series 2015 (Consolidated Rental Car Special Facilities Project), for the primary purpose of financing the construction of a new Consolidated Rental Car Facility at the San Antonio International Airport; delegating authority to certain City Officials to approve all final terms of such bonds; approving and authorizing an Indenture of Trust, a purchase contract, and all other documents, agreements, instruments and procedures related thereto; approving an increase in the Customer Facility Charge imposed on rental car transactions at and within the vicinity of the San Antonio International Airport (which is the primary security for such bonds); authorizing the Aviation Director to Adjust the Customer Facility Charge as deemed necessary to comply with the rate covenant related to such bonds; repealing Ordinance No. 2012-03-08-0173 approved on March 8, 2012 (which established the current Customer Facility Charge); and providing for an immediate effective date.						
Result:	Passed						
Voter	Group	Not Present	Yea	Nay	Abstain	Motion	Second
Ivy R. Taylor	Mayor		x				
Roberto C. Trevino	District 1		x				
Alan Warrick	District 2		x				x
Rebecca Viagran	District 3	x					
Rey Saldaña	District 4		x				
Shirley Gonzales	District 5		x				
Ray Lopez	District 6		x			x	
Cris Medina	District 7		x				
Ron Nirenberg	District 8		x				
Joe Krier	District 9		x				
Michael Gallagher	District 10		x				

EXHIBIT A

FORM OF APPROVAL CERTIFICATE

CERTIFICATE APPROVING THE FINAL TERMS OF THE SERIES 2015 BONDS

I, the _____ of the **CITY OF SAN ANTONIO, TEXAS** (the "**City**"), pursuant to authority granted by the provisions of Section 1371.053(c)(2), Texas Government Code, and by the City Council of the City in Section 2(b) of Ordinance No. 2015-06-18-_____ approved by the City Council on June 18, 2015, relating to the issuance of the Series 2015 Bonds defined below (the "**Ordinance**"), hereby certify as follows:

1. **GENERAL.** This Certificate is given in connection with the issuance by the City of the **CITY OF SAN ANTONIO, TEXAS CUSTOMER FACILITY CHARGE REVENUE BONDS, TAXABLE SERIES 2015 (CONSOLIDATED RENTAL CAR SPECIAL FACILITIES PROJECT)** (the "**Series 2015 Bonds**") which, pursuant to the Ordinance, have been authorized by the City Council.

2. **DEFINITIONS.** All capitalized terms used in this Certificate which are not otherwise defined herein shall have the same meanings as set forth in the Ordinance.

3. **DATED DATE AND AGGREGATE PRINCIPAL AMOUNT.** The Series 2015 Bonds shall be dated July 1, 2015, and shall be issued in the aggregate principal amount of \$_____.

4. **PRINCIPAL AMOUNTS AND INTEREST RATES.** The Series 2015 Bonds shall (i) mature on **July 1** in each of the years and in the respective principal amounts, and (ii) bear interest from the date of delivery of the Series 2015 Bonds to their respective date of maturity at the respective interest rates, all as set forth below:

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CITY OF SAN ANTONIO, TEXAS
CUSTOMER FACILITY CHARGE REVENUE BONDS, TAXABLE SERIES 2015
(CONSOLIDATED RENTAL CAR SPECIAL FACILITIES PROJECT)

<u>MATURITY DATE (7/01)</u>	<u>PRINCIPAL AMOUNT (\$)</u>	<u>INTEREST RATE (%)</u>	<u>MATURITY DATE (7/01)</u>	<u>PRINCIPAL AMOUNT (\$)</u>	<u>INTEREST RATE (%)</u>
2016			2031		
2017			2032		
2018			2033		
2019			2034		
2020			2035		
2021			2036		
2022			2037		
2023			2038		
2024			2039		
2025			2040		
2026			2041		
2027			2042		
2028			2043		
2029			2044		
2030			2045		

The "true interest cost rate" for the Series 2015 Bonds is equal to _____%, which rate is less than the maximum rate authorized pursuant to Section 2(b) of the Ordinance.

5. **INTEREST ON SERIES 2015 BONDS.** Interest on the Series 2015 Bonds shall accrue from the date of initial delivery of the Series 2015 Bonds and shall be payable on each January 1 and July 1, commencing on January 1, 2016, until stated maturity or redemption.

6. **OPTIONAL REDEMPTION.** The Series 2015 Bonds maturing on and after July 1, 20__, may be redeemed prior to their scheduled maturities, at the option of the City on July 1, 20__, or on any date thereafter at the redemption price equal to par plus accrued interest to the date fixed for redemption.

7. **MANDATORY SINKING FUND REDEMPTION.** The Series 2015 Bonds maturing on July 1 in each of the years 20__, 20__ and 20__ (the "*Series 2015 Term Bonds*") are subject to mandatory redemption prior to maturity in part by lot, at a price equal to the principal amount thereof plus accrued interest to the date of redemption, on the dates and in the respective principal amounts shown below:

SERIES 2015 TERM BONDS MATURING JULY 1, 20__		SERIES 2015 TERM BONDS MATURING JULY 1, 20__	
Redemption Date (July 1)	Redemption Amount (\$)	Redemption Date (July 1)	Redemption Amount (\$)
20__	_____	20__	_____
20__	_____	20__	_____
20__*	_____	20__*	_____

SERIES 2015 TERM BONDS MATURING JULY 1, 20__	
Redemption Date (July 1)	Redemption Amount (\$)
20__	_____
20__	_____
20__*	_____

*Maturity

8. **INITIAL PURCHASER AND PURCHASE PRICE.** The Series 2015 Bonds shall be sold to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as the representative of the initial purchasers thereof pursuant to a negotiated underwriting and shall be purchased at a price equal to \$_____ (which amount is equal to par, plus an original issue premium on the Series 2015 Bonds of \$_____, less Underwriters' discount of \$_____), and no accrued interest. The Initial Bond shall be registered in the name of **WELLS FARGO BANK, NATIONAL ASSOCIATION**.

9. **DETERMINATION REQUIRED BY SECTION 1201.022(A)(3), TEXAS GOVERNMENT CODE.** In satisfaction of Section 1201.022(a)(3), Texas Government Code, as authorized by Section 2(d) of the Ordinance, and upon consultation with the City's Financial Advisor, the undersigned hereby determines that the final terms of the Series 2015 Bonds as set forth in this Certificate are in the City's best interests.

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10. **DISBURSEMENT OF BOND PROCEEDS.** Proceeds of the Series 2015 shall be deposited into certain Funds and Accounts established by the Indenture and otherwise disbursed in accordance with the final pricing numbers relating to the sale of the Series 2015 Bonds prepared by the City's Co-Financial Advisors.

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***APPROVED BY THE _____ OF THE CITY OF SAN ANTONIO,
TEXAS ON THE _____ DAY OF JULY, 2015 IN ACCORDANCE WITH SECTION 2(b) OF
THE ORDINANCE.***

Title: _____
City of San Antonio, Texas

Signature Page to Certificate Approving Final Terms of the
City of San Antonio, Texas Customer Facility Charge Revenue Bonds, Taxable Series 2015
(Consolidated Rental Car Special Facilities Project)